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URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

August 4, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Memorandum of Security Agreement, Memorandum of Amendment of Security Agreement, and Security Agreement Supplements 1 through 16, dated as of August 4, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Memorandum of Security Agreement and all related documents previously filed with the Board under Recordation Number 22545 as set forth in the document and its attachment.

The names and addresses of the parties to the enclosed document are:

Secured Party: Victory Receivables Corporation
c/o The Bank of Tokyo-Mitsubishi Ltd. North
American Investment Banking Division
1251 Avenue of the Americas,
New York, NY 10020

Lessor: ABN AMRO Bank N.V.
Suite 1500, 208 South LaSalle Street
Chicago, IL 60604

Mr. Vernon A. Williams
August 4, 2006
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A description of the railroad equipment covered by the enclosed document is:

1,464 railcars TERMINATED: DOWX 40023 – DOWX 40040 and within the series DOWX 62000 – DOWX 84422 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Termination of Memorandum of Security Agreement, Memorandum of Amendment of Security Agreement, and Security Agreement Supplements 1 through 16.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

**TERMINATION OF
MEMORANDUM OF SECURITY AGREEMENT, MEMORANDUM OF
AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT, AND
SECURITY AGREEMENT SUPPLEMENTS NO. 1 (US) THROUGH NO. 16 (US)**

The undersigned, ABN AMRO Bank N.V., as "Lessor" and VICTORY RECEIVABLES CORPORATION, as "Secured Party" are parties to that certain Security Agreement, dated as of November 19, 1999, as amended, the "Security Agreement", as supplemented by Security Agreement Supplement No. 1 dated November 19, 1999, Security Agreement Supplement No. 2 dated November 19, 1999, Security Agreement Supplement No. 3 dated December 6, 1999, Security Agreement Supplement No. 4 dated December 6, 1999, Security Agreement Supplement No. 5 dated February 7, 2000, Security Agreement Supplement No 6 dated March 6, 2000, Security Agreement Supplement No. 7 dated April 5, 2000, Security Agreement Supplement No. 8 dated April 5, 2000, Security Agreement Supplement No. 9 dated June 5, 2000, Security Agreement Supplement No. 10 dated June 5, 2000, Security Agreement Supplement No. 11 dated July 5, 2000, Security Agreement Supplement No. 12 dated July 5, 2000, Security Agreement Supplement No. 13 dated August 7, 2000, Security Agreement Supplement No. 14 dated September 5, 2000, Security Agreement Supplement No. 15 dated October 5, 2000 and Security Agreement Supplement No. 16 dated November 6, 2000, as amended, each recorded with the Surface Transportation Board on the dates and under the recordation numbers set forth in **Schedule A** hereto, individually a "Security Agreement Supplement" and collectively the "Security Agreement Supplements", and are parties to that certain Memorandum of Security Agreement, dated as of November 19, 1999, as recorded with the Surface Transportation Board on June 10, 2003 under recordation number 22545, as amended by that certain Memorandum of Amendment to Memorandum of Security Agreement, as recorded with the Surface Transportation Board on November 22, 1999 under recordation number 22545Q, as amended, the "Memorandum of Security Agreement", all with respect to the railcars identified on **Schedule B** hereto. The undersigned parties do hereby give notice of the termination of the Security Agreement, as provided under the terms of a certain Termination Agreement dated August 4, 2006.

Effective as of 5:00 p.m. EDT on the date hereof, Secured Party does hereby release Lessor from each and all of their obligations and any claims and demands of every kind and nature, known and unknown, suspected and unsuspected, disclosed and undisclosed, arising out of or in connection with the Security Agreement, the Memorandum of Security Agreement and each Security Agreement Supplement related thereto, which are hereby terminated and rendered null and void; provided, however, that as specified in the Termination Agreement, the Secured Party does not waive or release the Lessor from any obligations, claims or demands arising from indemnifications or liabilities contained in the Security Agreement, Memorandum of Security Agreement or any Security

Agreement Supplement related thereto and released above, which, by their respective terms, expressly survive the termination of the Security Agreement, the Memorandum of Security Agreement and the Security Agreement Supplements related thereto.

The parties hereto authorize the recordation of this instrument with the Surface Transportation Board in order to give effect to the foregoing.

Dated: August 4, 2006

ABN AMRO BANK N.V.,
as Lessor

By: Ruba Abozir
Name: Ruba Abozir
Title: Vice President

By: Maria T. Vanderwarren
Name: MARIA T. VANDERWARREN
Title: ASSISTANT VICE PRESIDENT

VICTORY RECEIVABLES CORPORATION,
as Secured Party

By: _____
Name: _____
Title: _____

Agreement Supplement related thereto and released above, which, by their respective terms, expressly survive the termination of the Security Agreement, the Memorandum of Security Agreement and the Security Agreement Supplements related thereto.

The parties hereto authorize the recordation of this instrument with the Surface Transportation Board in order to give effect to the foregoing.

Dated: August 4, 2006

ABN AMRO BANK N.V.,
as Lessor

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

VICTORY RECEIVABLES CORPORATION,
as Secured Party

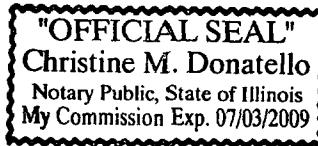
By: Geraldine St-Louis
Name: Geraldine St-Louis
Title: Vice President

STATE OF Illinois)
COUNTY OF Cook) SS
)

On this 1st day of August, 2006, before me personally appeared in the City of Chicago, State of Illinois, Ruba Abozir, to me personally known, who being by me duly sworn, says that she is the Vice President of ABN AMRO Bank N.V, that the foregoing instrument was signed and sealed on behalf of said corporation, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Christine M. Donatello
Notary Public

[NOTARILA SEAL]



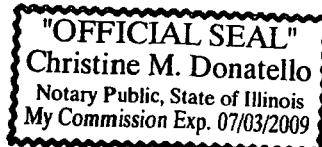
My commission expires: 07/03/2009

STATE OF Illinois)
COUNTY OF Cook) SS
)

On this 1st day of Aug., 2006, before me personally appeared in the City of Chicago, State of Illinois, Maria Vanderwarren, to me personally known, who being by me duly sworn, says that she is the Assistant Vice President of ABN AMRO Bank N.V, that the foregoing instrument was signed and sealed on behalf of said corporation, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Christine M. Donatello
Notary Public

[NOTARIAL SEAL]



My commission expires: 07/03/2009

STATE OF Massachusetts)
COUNTY OF Suffolk) SS
)

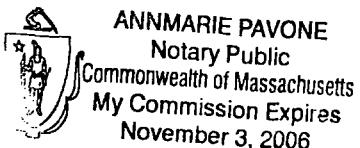
On this 2nd day of August, 2006, before me personally appeared in
the City of Boston, State of Massachusetts,
Geraldine St - Louis, to me personally known, who being by me duly sworn,
says that she/he is the Vice President of
Victory Receivables Corporation, that the foregoing instrument was signed and
sealed on behalf of said corporation, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said corporation.

Annmarie

Notary Public

[NOTARILA SEAL]

My commission expires:



SCHEDULE A

Previously Recorded Security Agreement Supplements

Security Agreement Supplement Nos. 1 through 16 between the Lessor and Secured Party recorded with the Surface Transportation Board as follows:

<u>Supplement No.</u>	<u>Date Recorded</u>	<u>Recordation Number</u>
Security Agreement Supplement No. 1	November 22, 1999	22545-A
Security Agreement Supplement No. 2	November 22, 1999	22545-B
Security Agreement Supplement No. 3	December 6, 1999	22545-C
Security Agreement Supplement No. 4	December 6, 1999	22545-D
Security Agreement Supplement No. 5	February 7, 2000	22545-E
Security Agreement Supplement No. 6	March 6, 2000	22545-F
Security Agreement Supplement No. 7	April 5, 2000	22545-G
Security Agreement Supplement No. 8	April 5, 2000	22545-H
Security Agreement Supplement No. 9	June 5, 2000	22545-I
Security Agreement Supplement No. 10	June 5, 2000	22545-J
Security Agreement Supplement No. 11	July 5, 2000	22545-K
Security Agreement Supplement No. 12	July 5, 2000	22545-L
Security Agreement Supplement No. 13	August 7, 2000	22545-M
Security Agreement Supplement No. 14	September 5, 2000	22545-N
Security Agreement Supplement No. 15	October 5, 2000	22545-O
Security Agreement Supplement No. 16	November 6, 2000	22545-P

Amendment to Security Agreement Supplement Nos. 1 through 16, inclusive, recorded June 10, 2003 at Recordation Number 22545-R.

SCHEDULE B

Railcar Equipment Schedule

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